

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

WORLDCOM, INC., *et al.*,

Reorganized Debtors.

07 Civ. 3271 (RMB)

ECF Case

HSG/ATN, INC.,

Appellant,

v.

MCI WORLDCOM
COMMUNICATIONS, INC., and
WORLDCOM, INC.,

Appellees.

Chapter 11 Case No.

02-13533 (AJG)

(Jointly Administered)

Adv. Proc. No. 05-3143 (AJG)

**Declaration of Eric B. Fisher in Support of
Appeal Filed By HSG/ATN, Inc.**

ERIC B. FISHER, pursuant to 28 U.S.C. § 1746, hereby declares under penalty of perjury as follows:

1. I am an attorney admitted to practice before this Court. I am a partner in the firm of Morgenstern Jacobs & Blue, LLC, attorneys for HSG/ATN, Inc. (“Appellant” or “HSG”).

2. I submit this declaration in support of HSG’s appeal from the Order Granting Reorganized Debtors’ Motion for Summary Judgment With Respect to Claim Nos. 38580 and 38583 Filed by HSG/ATN, Inc., and Granting, In Part, HSG/ATN, Inc.’s Motion for Summary Judgment, which was entered on March 22, 2007.

3. Attached hereto as Exhibit A is a true and correct copy of the Opinion Regarding Motions for Summary Judgment, dated February 14, 2007.

4. Attached hereto as Exhibit B is a true and correct copy of the Order Granting Reorganized Debtors' Motion for Summary Judgment With Respect to Claim Nos. 38580 and 38583 Filed by HSG/ATN, Inc., and Granting, In Part, HSG/ATN's, Inc., Motion for Summary Judgment, entered on March 22, 2007.

5. Attached hereto as Exhibit C is a true and correct copy of the transcript of the hearing conducted before the Bankruptcy Court on June 17, 2003.

6. Attached hereto as Exhibit D is a true and correct copy of the transcript of the hearing conducted before the Bankruptcy Court on July 1, 2003.

7. Attached hereto as Exhibit E is a true and correct copy of an email exchange between George Bein and Brent Lacho, dated December 17, 2002.

8. Attached hereto as Exhibit F is a true and correct copy of the Notice of Rejection of Executory Contracts, dated January 3, 2003.

9. Attached hereto as Exhibit G is a true and correct copy of the Representation Agreement between HSG/ATN, Inc. and Worldcom Technologies, Inc., dated August 4, 1998.

10. Attached hereto as Exhibit H is a true and correct copy of a letter from George Bein, Vice President of HSG/ATN, Inc., dated September 25, 2002.

11. Attached hereto as Exhibit I is a true and correct copy of a letter, dated November 14, 2002, from Kirk Reynolds, Associate Commercial Counsel for MCI WorldCom, to George Bein.

12. Attached hereto as Exhibit J is a true and correct copy of the Memorandum, Decision and Order Regarding Motion for Allowance and Payment of Administrative Claim by HSN/ATN, Inc., dated April 27, 2004.

13. Attached hereto as Exhibit K is a true and correct copy of the Expert Report of Robert Sherwin—In Re Worldcom, Inc., dated October 31, 2005.

14. Attached hereto as Exhibit L is a true and correct copy of the Declaration of Eric B. Fisher Pursuant to Federal Rule of Civil Procedure 56(f), dated April 3, 2006.

15. Attached hereto as Exhibit M is a true and correct copy of copy of the transcript of the hearing conducted before the Bankruptcy Court on April 25, 2006.

Executed this 14th day of May, 2007
New York, New York

/s/ Eric B. Fisher

Eric B. Fisher